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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 16556 AND DISALLOWING AND
EXPUNGING PROOF OF CLAIM NUMBER 14256
(AMERICAN RECYCLING & MANUFACTURING CO., INC.)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and American Recycling & Manufacturing Co., Inc. ("American Recycling") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 16556 And Disallowing And Expunging Proof Of Claim Number 14256 (American Recycling & Manufacturing Co., Inc.) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 31, 2006, American Recycling filed proof of claim number 14256 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$38,397.45 ("Claim 14256") arising from certain goods and services provided to DAS LLC.

WHEREAS, on March 21, 2007, American Recycling filed proof of claim number 16556 against DAS LLC, asserting an unsecured non-priority claim in the amount of \$40,645.15 ("Claim 16556," together with Claim 14256, the "Claims") and amending Claim 14256.

WHEREAS, the Debtors objected to the Claim 14256 on February 15, 2007 pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims, And (D) Claims Subject To Modification (the "Ninth Omnibus Claims Objection") (Docket No. 6968), and to Claim 16556 on May 22, 2007 pursuant to the Debtors' Fifteenth Omnibus Objection (Substantive) Pursuant

To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claims And Untimely Tax Claim, And (D) Claims Subject To Modification, Tax Claims Subject to Modification, And Modified Claims Asserting Reclamation (the "Fifteenth Omnibus Claims Objection") (Docket No. 7999).

WHEREAS, on March 21, 2007, American Recycling filed its Amended Response To Ninth Omnibus Claims Objection (Docket No. 7375), and on June 19, 2007, filed its Response To Fifteenth Omnibus Claims Objection (Docket No. 8329) (collectively, the "Responses").

WHEREAS, on March 10, 2008, to resolve the Ninth and Fifteenth Omnibus Claims Objections with respect to the Claims, DAS LLC and American Recycling entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, Debtors acknowledge and agree that Claim 16556 shall be allowed against DAS LLC in the amount of \$40,645.15.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and American Recycling stipulate and agree as follows:

1. Claim 16556 shall be allowed in the amount of \$40,645.15 and shall be

treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.

2. Claim 14256 shall be disallowed and expunged with prejudice as duplicative of Claim 16556.

3. American Recycling's Responses to the Ninth and Fifteenth Omnibus Claims Objections shall be deemed withdrawn, with prejudice.

So Ordered in New York, New York, this 12th day of June, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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